

Exhibit C

Dalsen, William D.

From: Green, Jesse <jgreen@whitecase.com>
Sent: Friday, May 3, 2019 7:31 PM
To: Dalsen, William D.; Dale, Margaret A.
Cc: Sloane, Cheryl Tedeschi
Subject: RE: ERS - Cunningham Subpoena

Will,

I think we are agreed.

Thanks,
Jesse

Jesse Green | Counsel
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From: Dalsen, William D. <wdalsen@proskauer.com>
Sent: Friday, May 3, 2019 6:16 PM
To: Green, Jesse <jgreen@whitecase.com>; Dale, Margaret A. <mdale@proskauer.com>
Cc: Sloane, Cheryl Tedeschi <csloane@whitecase.com>
Subject: RE: ERS - Cunningham Subpoena

Jessie –

This looks right to us, with one note: with respect to Point iii, as noted on the phone, we would request documents relied on to create the declaration—but you are correct that we are not otherwise seeking documents or communications concerning the preparation of the declaration. I don't think your summary was intended to mean otherwise, but I wanted to make that clear.

I'm available to speak if that would be helpful, but I otherwise believe this resolves this dispute (other than the duration of the deposition, about which we've agreed to further confer).

--Will

William D. Dalsen
Attorney at Law

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greenspaces
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From: Green, Jesse <jgreen@whitecase.com>
Sent: Friday, May 3, 2019 5:57 PM
To: Dalsen, William D. <wdalsen@proskauer.com>; Dale, Margaret A. <mdale@proskauer.com>

Cc: Sloane, Cheryl Tedeschi <csloane@whitecase.com>

Subject: RE: ERS - Cunningham Subpoena

Will and Margaret,

I am following up on our discussion this afternoon regarding the Subpoena To Testify At A Deposition In A Civil Action directed to John K. Cunningham (the "Cunningham Subpoena"). Based on our conversation, we understand that

- (i) you agree to postpone Mr. Cunningham's deposition to a time mutually convenient to the parties and the deponent;
- (ii) you are not seeking documents or testimony protected by any applicable privilege, including but not limited to a common interest privilege shared with Jones Day, *provided that* you preserve your right to challenge to any privilege assertion based on waiver;
- (iii) you are not seeking communications or documents concerning the preparation of the Declaration itself;
- (iv) Mr. Cunningham's deposition will be limited in scope to the April 27, 2016 meeting, with the understanding that questions regarding the organization of the meeting and any follow-up to the meeting fall within the deposition's scope, provided that they do not seek privileged information.

We also discussed with you the duration of the deposition. We believe that no more than one hour is necessary for the deposition; your position is that up to three hours may be necessary, but that you will not take more time than required in light of the limited scope of the deposition. You agreed with us to continue to confer on this issue.

We also discussed with you the Oversight Board's Subpoena To Produce Documents, Information, or Objects or to Permit Inspection of Premises in a Civil Action directed at White & Case (the "W&C Subpoena"), and our responses and objections served with respect to the W&C Subpoena on May 2, 2019. We stated that Mr. Cunningham was the only White & Case attorney or employee that attended the April 27, 2016 meeting. You indicated that you are not requesting a search of documents of all White & Case custodians, but of Mr. Cunningham specifically and only served the W&C Subpoena to ensure that Mr. Cunningham would not object to producing documents on the basis that they were in the custody, control, or possession of White & Case. We stated that Mr. Cunningham would not – and indeed has not – interposed such an objection. We indicated that we are searching Mr. Cunningham's files for responsive documents and will produce non-privileged, responsive documents as set forth in the Responses & Objections to the Cunningham Subpoena.

Please confirm that your understanding of our conversation is consistent with the above.

Thanks,
Jesse

Jesse Green | Counsel

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From: Green, Jesse

Sent: Friday, May 3, 2019 4:08 PM

To: Dalsen, William D. <wdalsen@proskauer.com>; Dale, Margaret A. <mdale@proskauer.com>

Cc: Zakia, Jason <jzakia@whitecase.com>; Sloane, Cheryl Tedeschi <csloane@whitecase.com>

Subject: ERS - Cunningham Subpoena

Will and Margaret,

Pursuant to Judge Dein's First Amended Standing Order, we would like to schedule a meet and confer regarding the Subpoena To Testify At A Deposition In A Civil Action directed to John K. Cunningham. As an initial matter, we note that the Oversight Board failed to provide a witness fee or mileage allowance with the Subpoena. We outline other concerns with the Subpoena below:

First, the Oversight Board set the time, place and date of the deposition without first conferring with Mr. Cunningham or other counsel from White & Case about Mr. Cunningham's availability on that date. We understand based on your statements yesterday's hearing, however, that you would be amenable to changing the date of the deposition to a date that is mutually convenient to the parties.

Second, in the First Circuit, the procurement of trial testimony from opposing counsel is disfavored. Among other things, courts disallow dispositions of opposing counsel when, as here, there are other viable means to obtain the same evidence, or when such testimony will encroach on privileged information. Accordingly, we request that you agree to limit the duration of any deposition of Mr. Cunningham to one hour and that its scope be limited to the topic of the April 27, 2016 meeting identified in the Subpoena. Moreover, any deposition of Mr. Cunningham should be limited in scope to exclude documents and testimony that are privileged.

Please let us know as soon as possible your availability this afternoon, this weekend, or Monday morning for a meet and confer on these issues.

Best,
Jesse

Jesse Green | Counsel

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